

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY
and ANCHOR GAMING

(Registration) _____

FOURTEENTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board (“Board”) and the Nevada Gaming Commission (“Commission”) on December 20, 2001, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
 - a. The applications of International Game Technology for (i) approval of an acquisition of control of Anchor Gaming, (ii) a finding of suitability as the sole shareholder of Anchor Gaming and (iii) an amendment to its Thirteenth Revised Order of Registration;
 - b. The applications of Anchor Gaming for (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Powerhouse Technologies, Inc., and Anchor Coin in conjunction with an Amended and

Restated Credit Agreement and (ii) an amendment to its Seventh Revised Order of Registration; and

c. The applications of Powerhouse Technologies, Inc., for approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of VLC of Nevada, Inc., and VLC, Inc., in conjunction with an Amended and Restated Credit Agreement.

2. THAT the Thirteenth Revised Order of Registration of International Game Technology, dated March 22, 2001, and the Seventh Revised Order of Registration of Anchor Gaming, dated June 21, 2001, are hereby amended and restated, in their entirety, by these Fourteenth Revised Orders of Registration.

3. THAT International Game Technology is registered as a publicly traded corporation, is approved, pursuant to NGC Regulation 16.200, to acquire control of Anchor Gaming, is found suitable as the sole shareholder of IGT, Silicon Gaming, Inc., and Anchor Gaming, and is found suitable to beneficially own greater than 10.0% of the voting securities of Acres Gaming Corporation.

4. THAT IGT is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission, and that IGT, dbat Reno Cannon International Airport, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2000 East Plumb Lane, Reno, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Silicon Gaming, Inc., is registered as an intermediary company and found suitable as the sole shareholder of Silicon Gaming – Nevada.

6. THAT Silicon Gaming – Nevada is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Anchor Gaming is registered as a publicly traded corporation and is found suitable as the sole shareholder of Anchor Coin and Powerhouse Technologies, Inc.

8. THAT Anchor Coin is licensed as a manufacturer, distributor, and operator of a slot machine route, and is licensed to conduct restricted gaming operations at locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Powerhouse Technologies, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of VLC of Nevada, Inc. and VLC, Inc.

10. THAT VLC of Nevada, Inc., is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT VLC, Inc., is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT International Game Technology is hereby granted approval to acquire and hold warrants to purchase up to 5.00% of the total outstanding shares of CMS-International common stock pursuant to that certain Stock Purchase and Redemption Agreement, dated December 4, 1992, between International Game Technology and Golden Eagle Casinos International (currently known as Summit Casinos-Nevada, Inc.)

13. THAT in conjunction with the Amended and Restated Credit Agreement (“Credit Agreement”), dated as of August 10, 2001, as amended, International Game Technology is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of IGT and Silicon Gaming, Inc.

14. THAT in conjunction with the Credit Agreement, Silicon Gaming, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Silicon Gaming – Nevada.

15. THAT in conjunction with the Credit Agreement and the Senior Revolving Credit Facility, dated as of June 29, 1999, as amended on October 17, 2000, ("Anchor Credit Facility"), Anchor Gaming is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Anchor Coin and Powerhouse Technologies, Inc.

16. THAT in conjunction with the Credit Agreement and the Anchor Credit Facility, Powerhouse Technologies, Inc, is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of VLC of Nevada, Inc., and VLC, Inc.

17. THAT International Game Technology shall maintain its presently existing Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by International Game Technology, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which International Game Technology, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, International Game Technology, shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee, related to a review of activities relevant to the continuing qualification of International Game Technology, under the provisions of the Act and Regulations.

18. THAT International Game Technology shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the

Board for compliance with the provisions of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of International Game Technology and its affiliated companies.

19. THAT pursuant to NRS 463.625, International Game Technology is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

20. THAT International Game Technology is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

21. THAT pursuant to NRS 463.625, Anchor Gaming is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

22. THAT Anchor Gaming is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.585.7-1 and 15.585.7-6, and shall instead comply with NGC Regulation 16; provided that, International Game Technology shall not sell, assign, transfer, pledge or otherwise dispose of the equity securities of Anchor Gaming without the prior approval of the Commission.

23. THAT the Commission hereby expressly finds that the exemptions and waivers granted hereinabove are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

24. THAT these Fourteenth Revised Orders of Registration shall become effective upon the completion and effectiveness of the Agreement and Plan of Merger, dated as of July 8, 2001 ("Merger Agreement"), executed by and among International Game Technology, NAC Corporation and Anchor Gaming. If the Merger Agreement is not completed and effective by February 22, 2002, unless administratively extended by the Chairman of the Board or his

designee, then these Fourteenth Revised Orders of Registration shall be rendered null and void and shall not become effective and the Thirteenth Revised Order of Registration of International Game Technology and the Seventh Revised Order of Registration of Anchor Gaming shall remain effective.

ENTERED at Carson City, Nevada, this 20th day of December 2001.